



DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I declare that:

My residence, post office address and citizenship are as stated below next to my name; that I believe I am the original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention or design **METHOD AND SYSTEM FOR A DIGITAL AUTOMATED EXCHANGE**, the specification of which (check one):

\_\_\_\_\_ is attached hereto; or

X was filed on March 30, 2001 as

Application Serial No. 09/822,683

and was amended on \_\_\_\_\_ (if applicable);

that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above; and that I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56.

I hereby claim foreign priority benefits under 35 U.S.C. § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application(s) for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

<u>Number</u>	<u>Country</u>	<u>Date Filed</u>	<u>Priority Claimed (Yes) (No)</u>
NONE			

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application(s) in the manner provided by the first paragraph of 35 U.S.C. § 112, I

acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior application(s) and the national or PCT international filing date of this application:

<u>Application Serial Number</u>	<u>Date Filed</u>	<u>Status</u>
--------------------------------------	-----------------------	---------------

NONE

I hereby claim the benefit under Title 35, United States Code, § 119(e) of U.S. provisional patent application Serial No. 60/194,526 filed April 4, 2000; U.S. provisional patent application Serial No. 60/193,912 filed March 31, 2000; U.S. provisional patent application Serial No. 60/193,536 filed March 31, 2000; U.S. provisional patent application Serial No. 60/193,534 filed March 31, 2000; and U.S. provisional patent application Serial No. 60/193,541 filed March 31, 2000.

I hereby appoint:

Jerry W. Mills	Reg. No. 23,005
Robert M. Chiaviello, Jr.	Reg. No. 32,461
Ann C. Livingston	Reg. No. 32,479
Thomas R. Felger	Reg. No. 28,842
Charles S. Fish	Reg. No. 35,870
Kevin J. Meek	Reg. No. 33,738
T. Murray Smith	Reg. No. 30,222
Barton E. Showalter	Reg. No. 38,302
David G. Wille	Reg. No. 38,363
Bradley P. Williams	Reg. No. 40,227
Terry J. Stalford	Reg. No. 39,522
Christopher W. Kennerly	Reg. No. 40,675
Harold E. Meier	Reg. No. 22,428
Douglas M. Kubehl	Reg. No. 41,915
Samir A. Bhavsar	Reg. No. 41,617
Thomas R. Nesbitt, Jr.	Reg. No. 22,075
James J. Maune	Reg. No. 26,946
Roger J. Fulghum	Reg. No. 39,678
Scott F. Partridge	Reg. No. 28,142
James B. Arpin	Reg. No. 33,470
Jay B. Johnson	Reg. No. 38,193
Robert W. Holland	Reg. No. 40,020
James L. Baudino	Reg. No. 43,486
Tara D. Knapp	Reg. No. 43,723
William B. Borchers	Reg. No. 44,549
Brian W. Oaks	Reg. No. 44,981

Luke K. Pedersen	Reg. No. 45,003
Matthew B. Talpis	Reg. No. 45,152
David M. Doyle	Reg. No. 43,596
Keiko Ichiye	Reg. No. 45,460
Jeffery D. Baxter	Reg. No. 45,560
Thomas A. Beaton	Reg. No. 46,543
Kurt M. Pankratz	Reg. No. 46,977
Brian E. Szymczak	Reg. No. 47,120
Thomas J. Frame	Reg. No. 47,232
Michael R. Barré	Reg. No. 44,023
Scott F. Wendorf	Reg. No. 48,029
Paula D. Heyman	Reg. No. P48,363
Adam L. Stroud	Reg. No. P48,410
Travis W. Thomas	Reg. No. P48,667

Patent Agents:

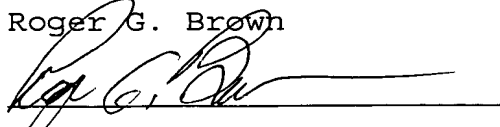
Brian A. Dietzel	Reg. No. 44,656
------------------	-----------------

all of the firm of Baker Botts L.L.P., my attorneys and/or agents with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith, and to file and prosecute any international patent applications filed thereon before any international authorities.

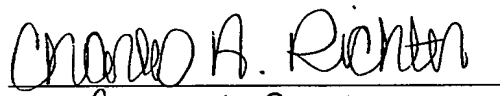
Send Correspondence To:  
Baker Botts L.L.P.  
2001 Ross Avenue, Suite 600  
Dallas, Texas 75201-2980

Direct Telephone Calls To:  
Robert W. Holland  
at 512.322.2693  
Atty. Docket No. 066922.0148

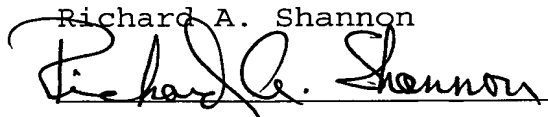
I declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full name of first inventor Roger G. Brown  
Inventor's Signature   
Date August 6, 2001  
Residence (City, County, State) Austin, Travis County, Texas  
Citizenship United States of America  
Post Office Address 7626 Parkview Circle  
Austin, Texas 78731

---

Full name of additional inventor, if any Charles A. Richter  
Inventor's Signature   
Date 6 August 2001  
Residence (City, County, State) Austin, Travis County, Texas  
Citizenship United States of America  
Post Office Address 699 Windsong Trail  
Austin, Texas 78746

---

Full name of additional inventor, if any Richard A. Shannon  
Inventor's Signature   
Date 8-6-2001  
Residence (City, County, State) Austin, Travis County, Texas  
Citizenship United States of America  
Post Office Address 6409 Steer Trail  
Austin, Texas 78749

---

Full name of additional  
inventor, if any

David E. Bittle

Inventor's Signature

David E. Bittle

Date

July 19, 2001

Residence (City, County, State)

Austin, Travis County, Texas

Citizenship

United States of America

Post Office Address

3703 Tarragona Lane  
Austin, Texas 78727

---